



General Assembly

Amendment

February Session, 2010

LCO No. 3808

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Offered by:

REP. SPALLONE, 36th Dist.

REP. HETHERINGTON, 125th Dist.

REP. MERRILL, 54th Dist.

To: House Bill No. **5427**

File No. 281

Cal. No. 156

***"AN ACT CONCERNING THE OFFICE OF THE SECRETARY OF
THE STATE AND THE OFFICE OF STATE ETHICS."***

1 After the last section, add the following and renumber sections and
2 internal references accordingly:

3 "Sec. 501. Section 33-608 of the general statutes is repealed and the
4 following is substituted in lieu thereof (*Effective January 1, 2011*):

5 (a) A document shall satisfy the requirements of this section, and of
6 any other section that adds to or varies from these requirements, to be
7 entitled to filing by the Secretary of the State.

8 (b) Sections 33-600 to 33-998, inclusive, as amended by this act, shall
9 require or permit filing the document in the office of the Secretary of
10 the State.

11 (c) The document shall contain the information required by sections
12 33-600 to 33-998, inclusive, as amended by this act. It may contain

13 other information as well.

14 (d) The document shall be typewritten or printed or, if electronically
15 transmitted, in a format that can be retrieved or reproduced in
16 typewritten or printed form.

17 (e) The document shall be in the English language. A corporate
18 name need not be in English if written in English letters or Arabic or
19 Roman numerals, and the certificate of existence required of foreign
20 corporations need not be in English if accompanied by a reasonably
21 authenticated English translation.

22 (f) The document shall be executed: (1) By the chairman of the board
23 of directors of a domestic or foreign corporation, by its president or by
24 another of its officers; (2) if directors have not been selected or the
25 corporation has not been formed, by an incorporator; or (3) if the
26 corporation is in the hands of a receiver, trustee or other court-
27 appointed fiduciary, by that fiduciary.

28 (g) The person executing the document shall sign it and state
29 beneath or opposite such person's signature such person's name and
30 the capacity in which such person signs. The document may but need
31 not contain a corporate seal, attestation, acknowledgment or
32 verification.

33 (h) If the Secretary of the State has prescribed a mandatory form for
34 the document under section 33-609, the document shall be in or on the
35 prescribed form.

36 (i) The document shall be delivered to the office of the Secretary of
37 the State for filing. [Delivery may be made by electronic transmission if
38 and to the extent permitted by the Secretary of the State.] If the
39 document is filed in typewritten or printed form and not electronically
40 transmitted, the Secretary of the State may require one exact or
41 conformed copy to be delivered with the document, except as
42 provided in sections 33-662 and 33-928.

43 (j) When the document is delivered to the office of the Secretary of
44 the State for filing, the correct filing fee, and any franchise tax, license
45 fee or penalty required to be paid therewith by sections 33-600 to 33-
46 998, inclusive, as amended by this act, or other law must be paid or
47 provision for payment made in a manner permitted by the Secretary of
48 the State.

49 (k) When any document is required or permitted to be filed or
50 recorded as provided in sections 33-600 to 33-998, inclusive, as
51 amended by this act, the Secretary of the State may, in the Secretary of
52 the State's discretion, for good cause, permit a photostatic or other
53 photographic copy of such document to be filed or recorded in lieu of
54 the original instrument. Such filing or recording shall have the same
55 force and effect as if the original instrument had been so filed or
56 recorded.

57 (l) As used in this subsection, "filed document" means a document
58 filed with the Secretary of the State under any provision of sections 33-
59 600 to 33-998, inclusive, as amended by this act, except sections 33-920
60 to 33-937, inclusive, as amended by this act, and section 33-953, as
61 amended by this act, and "plan" means a plan of merger or share
62 exchange. Whenever a provision of sections 33-600 to 33-998, inclusive,
63 as amended by this act, permits any of the terms of a plan or filed
64 document to be dependent on facts objectively ascertainable outside
65 the plan or filed document, the following provisions apply:

66 (1) The manner in which the facts will operate upon the terms of the
67 plan or filed document shall be set forth in the plan or filed document;

68 (2) The facts may include, but are not limited to (A) any of the
69 following that is available in a nationally recognized news or
70 information medium either in print or electronically: Statistical or
71 market indices, market prices of any security or group of securities,
72 interest rates, currency exchange rates, or similar economic or financial
73 data, (B) a determination or action by any person or body, including
74 the corporation or any other party to a plan or filed document, or (C)

75 the terms of, or actions taken under, an agreement to which the
76 corporation is a party, or any other agreement or document;

77 (3) The following provisions of a plan or filed document may not be
78 made dependent on facts outside the plan or filed document: (A) The
79 name and address of any person required in a filed document; (B) the
80 registered office of any entity required in a filed document; (C) the
81 registered agent of any entity required in a filed document; (D) the
82 number of authorized shares and designation of each class or series of
83 shares; (E) the effective date of a filed document; and (F) any required
84 statement in a filed document of the date on which the underlying
85 transaction was approved or the manner in which such approval was
86 given; and

87 (4) If a provision of a filed document is made dependent on a fact
88 ascertainable outside of the filed document, and such fact is not
89 ascertainable by reference to a source described in subparagraph (A) of
90 subdivision (2) of this subsection or a document that is a matter of
91 public record, or the affected shareholders have not received notice of
92 the fact from the corporation, then the corporation shall file with the
93 Secretary of the State a certificate of amendment setting forth the fact
94 promptly after the time when the fact referred to is first ascertainable
95 or thereafter changes. Certificates of amendment under this
96 subdivision are deemed to be authorized by the authorization of the
97 original plan or filed document to which they relate and may be filed
98 by the corporation without further action by the board of directors or
99 the shareholders.

100 (m) The Secretary of the State may require or permit the filing by
101 electronic transmission or by employing new technology as it is
102 developed of any document that is required by law or regulation
103 under sections 33-600 to 33-998, inclusive, as amended by this act, to be
104 filed with the Secretary of the State.

105 Sec. 502. Section 33-953 of the general statutes is repealed and the
106 following is substituted in lieu thereof (*Effective January 1, 2011*):

107 (a) Each domestic corporation, except banks, trust companies,
108 insurance or surety companies, savings and loan associations and
109 public service companies, as defined in section 16-1, and each foreign
110 corporation authorized to transact business in this state, shall file an
111 annual report with the Secretary of the State as prescribed in this
112 section.

113 (b) The first annual report of a domestic corporation shall be filed
114 within thirty days after its organization meeting. [Subsequent] On and
115 after January 1, 2011, subsequent annual reports of such domestic
116 corporation and annual reports of each foreign corporation authorized
117 to transact business in this state shall be filed [at such times as may be
118 provided by regulations adopted by the Secretary of the State in
119 accordance with chapter 54, provided the Secretary of the State may
120 require any corporation to file an annual report according to reporting
121 schedules established by the secretary so as to effect staggered filing of
122 all such reports] by electronic transmission on or after January first and
123 prior to May first. Upon request of a corporation, the Secretary of the
124 State may grant an exemption from the requirement to file an annual
125 report by electronic transmission if the corporation does not have the
126 capability to file by electronic transmission or make payment in an
127 authorized manner by electronic means or if other good cause is
128 shown.

129 (c) Each annual report shall set forth as of a date which complies
130 with subsection (d) of this section and which is specified in such
131 report: (1) The name of the corporation; (2) the principal office of the
132 corporation or, in the case of a foreign corporation (A) the address of
133 the principal office of the foreign corporation in the state under the
134 laws of which it is incorporated, (B) the address of the executive offices
135 of the foreign corporation, and (C) the address of the principal office of
136 the foreign corporation in this state, if any; [and] (3) the electronic mail
137 address, if any, of the corporation; and (4) the names and respective
138 business and residence addresses of the directors and officers of the
139 corporation, except that if good cause is shown, the Secretary of the
140 State may accept business addresses in lieu of business and residence

141 addresses of the directors and officers of the corporation. For the
142 purposes of this subsection, a showing of good cause shall include, but
143 not be limited to, a showing that public disclosure of the residence
144 addresses of the corporation's directors and officers may expose the
145 personal security of such directors and officers to significant risk.

146 (d) The date specified in the annual report pursuant to subsection
147 (c) of this section shall (1) not be later than the date of filing the report,
148 and (2) not be earlier than the latest date preceding the date of filing on
149 which any change of circumstances occurred which would affect the
150 statements of fact required in the report.

151 (e) Each annual report shall be accompanied by the required filing
152 fee. The report shall be executed as set forth in section 33-608. The
153 Secretary of the State shall [mail] deliver to each domestic corporation
154 at its principal office or electronic mail address, as shown by his
155 records, and to each foreign corporation authorized to transact
156 business in this state at its executive offices or electronic mail address,
157 as last shown by his records, [a form prescribed by him for the annual
158 report] notice that the annual report is due, but failure to receive such
159 [form] notice shall not relieve a corporation of the requirement of filing
160 the report as provided in this section.

161 Sec. 503. Section 33-1004 of the general statutes is repealed and the
162 following is substituted in lieu thereof (*Effective January 1, 2011*):

163 (a) A document shall satisfy the requirements of this section, and of
164 any other section that adds to or varies from these requirements, to be
165 entitled to filing by the Secretary of the State.

166 (b) Sections 33-1000 to 33-1290, inclusive, as amended by this act,
167 shall require or permit filing the document in the office of the Secretary
168 of the State.

169 (c) The document shall contain the information required by sections
170 33-1000 to 33-1290, inclusive, as amended by this act. It may contain
171 other information as well.

172 (d) The document shall be typewritten or printed or, if electronically
173 transmitted, in a format that can be retrieved or reproduced in
174 typewritten or printed form.

175 (e) The document shall be in the English language. A corporate
176 name need not be in English if written in English letters or Arabic or
177 Roman numerals, and the certificate of existence required of foreign
178 corporations need not be in English if accompanied by a reasonably
179 authenticated English translation.

180 (f) The document shall be executed: (1) By the chairman of the board
181 of directors of a domestic or foreign corporation, by its president or by
182 another of its officers; (2) if directors have not been selected or the
183 corporation has not been formed, by an incorporator; or (3) if the
184 corporation is in the hands of a receiver, trustee or other court-
185 appointed fiduciary, by that fiduciary.

186 (g) The person executing the document shall sign it and state
187 beneath or opposite such person's signature such person's name and
188 the capacity in which such person signs. The document may but need
189 not contain a corporate seal, attestation, acknowledgment or
190 verification.

191 (h) If the Secretary of the State has prescribed a mandatory form for
192 the document under section 33-1005, the document shall be in or on
193 the prescribed form.

194 (i) The document shall be delivered to the office of the Secretary of
195 the State for filing. [Delivery may be made by electronic transmission if
196 and to the extent permitted by the Secretary of the State.] If the
197 document is filed in typewritten or printed form and not electronically
198 transmitted, the Secretary of the State may require one exact or
199 conformed copy to be delivered with the document, except as
200 provided in sections 33-1052 and 33-1218.

201 (j) When the document is delivered to the office of the Secretary of
202 the State for filing, the correct filing fee, and any franchise tax, license

203 fee or penalty required to be paid therewith by sections 33-1000 to 33-
204 1290, inclusive, as amended by this act, or other law, must be paid or
205 provision for payment made in a manner permitted by the Secretary of
206 the State.

207 (k) When any document is required or permitted to be filed or
208 recorded as provided in sections 33-1000 to 33-1290, inclusive, as
209 amended by this act, the Secretary of the State may, in the Secretary of
210 the State's discretion, for good cause, permit a photostatic or other
211 photographic copy of such document to be filed or recorded in lieu of
212 the original instrument. Such filing or recording shall have the same
213 force and effect as if the original instrument had been so filed or
214 recorded.

215 (l) The Secretary of the State may require or permit the filing by
216 electronic transmission or by employing new technology as it is
217 developed of any document that is required by law or regulation
218 under sections 33-1000 to 33-1290, inclusive, as amended by this act, to
219 be filed with the Secretary of the State.

220 Sec. 504. Section 33-1243 of the general statutes is repealed and the
221 following is substituted in lieu thereof (*Effective January 1, 2011*):

222 (a) Each domestic corporation, except banks, trust companies,
223 insurance or surety companies, savings and loan associations, credit
224 unions, public service companies, as defined in section 16-1, cemetery
225 associations and incorporated church or religious corporations, and
226 each foreign corporation authorized to conduct affairs in this state, and
227 except corporations formed before January 1, 1961, which under the
228 law in effect on December 31, 1960, were not required to file an annual
229 report, shall file an annual report with the Secretary of the State as
230 prescribed in this section.

231 (b) The first annual report of a domestic corporation shall be filed
232 within thirty days after its organization meeting. [Subsequent] On and
233 after January 1, 2011, subsequent annual reports of such domestic
234 corporation and annual reports of each foreign corporation authorized

235 to conduct affairs in this state shall be filed [at such times as may be
236 provided by regulations adopted by the Secretary of the State in
237 accordance with chapter 54, provided the Secretary of the State may
238 require any corporation to file an annual report according to reporting
239 schedules established by the secretary so as to effect staggered filing of
240 all such reports] by electronic transmission on or after January first and
241 prior to May first. Upon request of a corporation, the Secretary of the
242 State may grant an exemption from the requirement to file an annual
243 report by electronic transmission if the corporation does not have the
244 capability to file by electronic transmission or make payment in an
245 authorized manner by electronic means or if other good cause is
246 shown.

247 (c) Each annual report shall set forth as of a date which complies
248 with subsection (d) of this section and which is specified in such
249 report: (1) The name of the corporation and, in the case of a foreign
250 corporation, the state under the laws of which it is incorporated; (2) the
251 principal office of the corporation or, in the case of a foreign
252 corporation (A) the address of the principal office of the foreign
253 corporation in the state under the laws of which it is incorporated, (B)
254 the address of the executive offices of the foreign corporation, and (C)
255 the address of the principal office of the foreign corporation in this
256 state, if any; [and] (3) the electronic mail address, if any, of the
257 corporation; and (4) the names and respective business and residence
258 addresses of the directors and officers of the corporation, except that if
259 good cause is shown, the Secretary of the State may accept business
260 addresses in lieu of business and residence addresses of the directors
261 and officers of the corporation. For the purposes of this subsection, a
262 showing of good cause shall include, but not be limited to, a showing
263 that public disclosure of the residence addresses of the corporation's
264 directors and officers may expose the personal security of such
265 directors and officers to significant risk.

266 (d) The date specified in the annual report pursuant to subsection
267 (c) of this section shall (1) not be later than the date of filing the report,
268 and (2) not be earlier than the latest date preceding the date of filing on

269 which any change of circumstances occurred which would affect the
270 statements of fact required in the report.

271 (e) Each annual report shall be accompanied by the required filing
272 fee. The report shall be executed as set forth in section 33-1004, as
273 amended by this act. The Secretary of the State shall [mail] deliver to
274 each domestic corporation at its principal office or electronic mail
275 address, as shown by his records, and to each foreign corporation
276 authorized to conduct affairs in this state at its executive offices or
277 electronic mail address, as last shown by his records, [a form
278 prescribed by him for the annual report] notice that the annual report
279 is due, but failure to receive such [form] notice shall not relieve a
280 corporation of the requirement of filing the report as provided in this
281 section.

282 Sec. 505. Section 34-9 of the general statutes is repealed and the
283 following is substituted in lieu thereof (*Effective January 1, 2011*):

284 As used in this chapter, unless the context otherwise requires:

285 (1) "Address" means location as described by the full street number,
286 if any, street, city or town, state or country and not a mailing address
287 such as a post office box.

288 (2) "Certificate of limited partnership" means the certificate referred
289 to in section 34-10 and the certificate as amended or restated.

290 (3) "Consolidation" means a business combination pursuant to
291 section 34-33b.

292 (4) "Contribution" means any cash, property, services rendered, or a
293 promissory note or other binding obligation to contribute cash or
294 property or to perform services, which a partner contributes to a
295 limited partnership in his capacity as a partner.

296 (5) "Deliver" or "delivery" means any method of delivery used in
297 conventional commercial practice including delivery by hand, mail,
298 commercial delivery and electronic transmission.

299 (6) "Document" includes anything delivered to the office of the
300 Secretary of the State for filing under sections 34-9 to 34-38u, inclusive,
301 as amended by this act.

302 (7) "Electronic transmission" or "electronically transmitted" means
303 any process of communication not directly involving the physical
304 transfer of paper that is suitable for the retention, retrieval and
305 reproduction of information by the recipient.

306 [(5)] (8) "Event of withdrawal of a general partner" means an event
307 that causes a person to cease to be a general partner as provided in
308 section 34-28.

309 [(6)] (9) "Foreign limited partnership" means a partnership formed
310 under the laws of any state other than this state and having as partners
311 one or more general partners and one or more limited partners.

312 [(7)] (10) "General partner" means a person who has been admitted
313 to a limited partnership as a general partner in accordance with the
314 partnership agreement and named in the certificate of limited
315 partnership as a general partner.

316 [(8)] (11) "Interests" means the proprietary interests in an other
317 entity.

318 [(9)] (12) "Limited partner" means a person who has been admitted
319 to a limited partnership as a limited partner in accordance with the
320 partnership agreement.

321 [(10)] (13) "Limited partnership" and "domestic limited partnership"
322 means a partnership formed by two or more persons under the
323 provisions of this chapter and having one or more general partners
324 and one or more limited partners.

325 [(11)] (14) "Merger" means a business combination pursuant to
326 section 34-33a.

327 [(12)] (15) "Organizational documents" means the basic document or

328 documents that create, or determine the internal governance of, an
329 other entity.

330 [(13)] (16) "Other entity" means any association or legal entity, other
331 than a domestic or foreign limited partnership, organized to conduct
332 business, including, but not limited to, a corporation, general
333 partnership, limited liability partnership, limited liability company,
334 joint venture, joint stock company, business trust, statutory trust and
335 real estate investment trust.

336 [(14)] (17) "Partner" means a limited or general partner.

337 [(15)] (18) "Partnership agreement" means any valid agreement,
338 written or oral, of the partners as to the affairs of a limited partnership
339 and the conduct of its business.

340 [(16)] (19) "Partnership interest" means a partner's share of the
341 profits and losses of a limited partnership and the right to receive
342 distributions of partnership assets.

343 [(17)] (20) "Party to a consolidation" means any domestic or foreign
344 limited partnership or other entity that will consolidate under a plan of
345 consolidation.

346 [(18)] (21) "Party to a merger" means any domestic or foreign limited
347 partnership or other entity that will merge under a plan of merger.

348 [(19)] (22) "Person" means a natural person, partnership, limited
349 partnership, foreign limited partnership, trust, estate, association,
350 limited liability company or corporation.

351 [(20)] (23) "Plan of merger" means a plan entered into pursuant to
352 section 34-33a.

353 [(21)] (24) "Plan of consolidation" means a plan entered into
354 pursuant to section 34-33b.

355 (25) "Sign" or "signature" includes any manual, facsimile, conformed

356 or electronic signature.

357 [(22)] (26) "State" means a state, territory, or possession of the United
358 States, the District of Columbia or the Commonwealth of Puerto Rico.

359 [(23)] (27) "Survivor" means, in a merger or consolidation, the
360 limited partnership or other entity into which one or more other
361 limited partnerships or other entities are merged or consolidated.

362 Sec. 506. Section 34-10b of the general statutes is repealed and the
363 following is substituted in lieu thereof (*Effective January 1, 2011*):

364 (a) A signed copy of the certificate of limited partnership and of any
365 certificates of amendment or cancellation or of any judicial decree of
366 amendment or cancellation or of any certificate of merger or
367 consolidation, or notice or any other document permitted or required
368 to be filed pursuant to this chapter for a limited partnership, shall be
369 delivered to the Secretary of the State. A person who executes a
370 certificate as an agent or fiduciary need not exhibit evidence of his
371 authority as a prerequisite to filing. Unless the Secretary of the State
372 finds that any certificate does not conform to law, upon receipt of all
373 filing fees required by law he shall:

374 (1) Endorse on each copy the word "Filed" and the day, month and
375 year of the filing thereof; and

376 (2) File a signed copy in his office.

377 (b) Upon the filing of a certificate of amendment or judicial decree
378 of amendment in the office of the Secretary of the State, the certificate
379 of limited partnership shall be amended as set forth therein, and upon
380 the effective date of a certificate of cancellation, or a judicial decree
381 thereof or a certificate of merger or consolidation which acts as a
382 certificate of cancellation, the certificate of limited partnership is
383 cancelled.

384 (c) When any document is required or permitted to be filed or
385 recorded as provided in sections 34-9 to 34-38u, inclusive, as amended

386 by this act, the Secretary of the State may, in the Secretary of the State's
387 discretion, for good cause, permit a photostatic or other photographic
388 copy of such document to be filed or recorded in lieu of the original
389 instrument. Such filing or recording shall have the same force and
390 effect as if the original instrument had been so filed or recorded.

391 (d) The Secretary of the State may require or permit the filing by
392 electronic transmission or by employing new technology as it is
393 developed of any document that is required by law or regulation
394 under sections 34-9 to 34-38u, inclusive, as amended by this act, to be
395 filed with the Secretary of the State.

396 Sec. 507. Section 34-13e of the general statutes is repealed and the
397 following is substituted in lieu thereof (*Effective January 1, 2011*):

398 (a) On and after January 1, 1996, each limited partnership shall file
399 an annual report with the Secretary of the State that shall be due upon
400 the anniversary of the formation of the limited partnership. On and
401 after January 1, 2011, each limited partnership shall file an annual
402 report by electronic transmission on or after January first and prior to
403 May first. Upon request of a limited partnership, the Secretary of the
404 State may grant an exemption from the requirement to file an annual
405 report by electronic transmission if the limited partnership does not
406 have the capability to file by electronic transmission or make payment
407 in an authorized manner by electronic means or if other good cause is
408 shown.

409 (b) Each annual report shall set forth: (1) The name of the limited
410 partnership; [and] (2) the address of the office of the limited
411 partnership required to be maintained by section 34-13b; and (3) the
412 electronic mail address, if any, of the limited partnership.

413 (c) Each annual report shall be executed in accordance with section
414 34-10a and be accompanied by the filing fee established in section 34-
415 38n. The Secretary of the State shall [mail] deliver to each limited
416 partnership at [its] the address of the office required to be maintained
417 by section 34-13b or its electronic mail address, as shown by his

418 records, [a form prescribed by him for the annual report] notice that
419 the annual report is due, but failure to receive such [form] notice shall
420 not relieve a limited partnership of the requirement of filing the report
421 as provided in this section.

422 Sec. 508. Section 34-38s of the general statutes is repealed and the
423 following is substituted in lieu thereof (*Effective January 1, 2011*):

424 (a) On and after January 1, 1996, each foreign limited partnership
425 registered to transact business in this state shall file an annual report
426 with the Secretary of the State that shall be due upon the anniversary
427 of the registration of such foreign limited partnership pursuant to
428 section 34-38g. On and after January 1, 2011, each foreign limited
429 partnership shall file an annual report by electronic transmission on or
430 after January first and prior to May first. Upon request of a foreign
431 limited partnership, the Secretary of the State may grant an exemption
432 from the requirement to file an annual report by electronic
433 transmission if the foreign limited partnership does not have the
434 capability to file by electronic transmission or make payment in an
435 authorized manner by electronic means or if other good cause is
436 shown.

437 (b) Each annual report shall set forth: (1) The name of the foreign
438 limited partnership and, if different, the name under which such
439 foreign limited partnership transacts business in this state; [, and] (2)
440 the address of the office required to be maintained in the state or other
441 jurisdiction of the foreign limited partnership's organization by the
442 laws of that state or jurisdiction or, if not so required, the address of its
443 principal office; and (3) the electronic mail address, if any, of the
444 foreign limited partnership.

445 (c) Each annual report shall be executed in accordance with section
446 34-10a and be accompanied by the filing fee established in section 34-
447 38n. The Secretary of the State shall [mail] deliver to each foreign
448 limited partnership at its principal office or its electronic mail address,
449 as last shown by his records, [a form prescribed by him for the annual

450 report] notice that the annual report is due, but failure to receive such
451 [form] notice shall not relieve a foreign limited partnership of the
452 requirement of filing the report as provided in this section.

453 Sec. 509. Section 34-101 of the general statutes is repealed and the
454 following is substituted in lieu thereof (*Effective January 1, 2011*):

455 As used in sections 34-100 to 34-242, inclusive, as amended by this
456 act, unless the context otherwise requires:

457 (1) "Address" means a location as described by the full street
458 number, if any, street, city or town, state or county and not a mailing
459 address such as a post office box.

460 (2) "Articles of organization" means articles filed under section 34-
461 121, and those articles as amended or restated.

462 (3) "Corporation" means a corporation formed under the laws of this
463 state or a foreign corporation.

464 (4) "Court" includes every court having jurisdiction in the case.

465 (5) "Deliver" or "delivery" means any method of delivery used in
466 conventional commercial practice including delivery by hand, mail,
467 commercial delivery and electronic transmission.

468 (6) "Document" includes anything delivered to the office of the
469 Secretary of the State for filing under sections 34-100 to 34-242,
470 inclusive, as amended by this act.

471 [(5)] (7) "Electronic transmission" or "electronically transmitted"
472 means any process of communication not directly involving the
473 physical transfer of paper that is suitable for the retention, retrieval
474 and reproduction of information by the recipient, [and which does not
475 directly involve the physical transfer of paper.]

476 [(6)] (8) "Event of dissociation" means an event that causes a person
477 to cease to be a member, as provided in section 34-180.

478 [(7)] (9) "Foreign corporation" means a corporation formed under
479 the laws of any state other than this state or under the laws of any
480 foreign country.

481 [(8)] (10) "Foreign limited liability company" means an entity that is:
482 (A) Organized under the laws of a state other than the laws of this state
483 or under the laws of any foreign country; (B) organized under a statute
484 pursuant to which an entity denominated as a limited liability
485 company may be formed that affords to each of its members limited
486 liability with respect to the liabilities of the entity; and (C) is not
487 required to be registered or organized under any statute of this state
488 other than sections 34-100 to 34-242, inclusive, as amended by this act.

489 [(9)] (11) "Foreign limited partnership" means a limited partnership
490 formed under the laws of any state other than this state or under the
491 laws of any foreign country.

492 [(10)] (12) "Limited liability company" or "domestic limited liability
493 company" means an organization having one or more members that is
494 formed under sections 34-100 to 34-242, inclusive, as amended by this
495 act.

496 [(11)] (13) "Limited liability company membership interest" or
497 "interest" or "interest in the limited liability company" means a
498 member's share of the profits and losses of the limited liability
499 company and a member's right to receive distributions of the limited
500 liability company's assets, unless otherwise provided in the operating
501 agreement.

502 [(12)] (14) "Limited partnership" means a limited partnership
503 formed under the laws of this state or a foreign limited partnership.

504 [(13)] (15) "Manager" or "managers" means, with respect to a limited
505 liability company that has set forth in its articles of organization that it
506 is to be managed by managers, the person or persons designated in
507 accordance with section 34-140.

508 [(14)] (16) "Member" or "members" means a person or persons who
509 have been admitted to membership in a limited liability company as
510 provided in section 34-179 and who have not disassociated from the
511 limited liability company as provided in section 34-180.

512 [(15)] (17) "Operating agreement" means any agreement, written or
513 oral, as to the conduct of the business and affairs of a limited liability
514 company, which is binding upon all of the members.

515 [(16)] (18) "Organizational documents" means the basic document or
516 documents that create, or determine the internal governance of, an
517 other entity.

518 [(17)] (19) "Organizer" or "organizers" means any member or
519 members or any other person or persons who files or file the articles of
520 organization as provided in section 34-120.

521 [(18)] (20) "Other entity" means any association or legal entity, other
522 than a domestic or foreign limited liability company, organized to
523 conduct business, including, but not limited to, a corporation, general
524 partnership, limited liability partnership, limited partnership, joint
525 venture, joint stock company, business trust, statutory trust and real
526 estate investment trust.

527 [(19)] (21) "Party to a consolidation" means any domestic or foreign
528 limited liability company or other entity that will consolidate under a
529 plan of consolidation.

530 [(20)] (22) "Party to a merger" means any domestic or foreign limited
531 liability company or other entity that will merge under a plan of
532 merger.

533 [(21)] (23) "Person" means an individual, a general partnership, a
534 limited partnership, a domestic or foreign limited liability company, a
535 trust, an estate, an association, a corporation or any other legal or
536 commercial entity.

537 [(22)] (24) "Plan of merger" or "plan of consolidation" means a plan

538 entered into pursuant to section 34-195.

539 [(23)] (25) "Professional service" means any type of service to the
540 public that requires that members of a profession rendering such
541 service obtain a license or other legal authorization as a condition
542 precedent to the rendition thereof, limited to the professional services
543 rendered by dentists, natureopaths, chiropractors, physicians and
544 surgeons, doctors of dentistry, physical therapists, occupational
545 therapists, podiatrists, optometrists, nurses, nurse-midwives,
546 veterinarians, pharmacists, architects, professional engineers, or jointly
547 by architects and professional engineers, landscape architects, real
548 estate brokers, insurance producers, certified public accountants and
549 public accountants, land surveyors, psychologists, attorneys-at-law,
550 licensed marital and family therapists, licensed professional
551 counselors, licensed or certified alcohol and drug counselors and
552 licensed clinical social workers.

553 [(24)] (26) "Sign" or "signature" includes any manual, facsimile, [or]
554 conformed or electronic signature.

555 [(25)] (27) "State" means a state, territory or possession of the United
556 States, the District of Columbia or the Commonwealth of Puerto Rico.

557 [(26)] (28) "Survivor" means, in a merger or consolidation, the
558 limited liability company or other entity into which one or more other
559 limited liability companies or other entities are merged or
560 consolidated.

561 Sec. 510. Section 34-106 of the general statutes is repealed and the
562 following is substituted in lieu thereof (*Effective January 1, 2011*):

563 (a) Each limited liability company shall file an annual report with
564 the Secretary of the State which report shall be due upon the
565 anniversary of the filing of a limited liability company's articles of
566 organization pursuant to section 34-120. On and after January 1, 2011,
567 each limited liability company shall file an annual report by electronic
568 transmission on or after January first and prior to May first. Upon

569 request of a limited liability company, the Secretary of the State may
570 grant an exemption from the requirement to file an annual report by
571 electronic transmission if the limited liability company does not have
572 the capability to file by electronic transmission or make payment in an
573 authorized manner by electronic means or if other good cause is
574 shown.

575 (b) Such reporting requirement shall commence on or after January
576 1, 1995, and continue annually thereafter.

577 (c) Each annual report shall set forth: (1) The name of the limited
578 liability company; (2) the limited liability company's current principal
579 office address; [and] (3) the electronic mail address, if any, of the
580 limited liability company; and (4) the name and respective business
581 and residence addresses of a manager or a member of the limited
582 liability company, except that if good cause is shown, the Secretary of
583 the State may accept a business address in lieu of the business and
584 residence addresses of such manager or member. For the purposes of
585 this subsection and subsection (d) of this section, a showing of good
586 cause shall include, but not be limited to, a showing that public
587 disclosure of the residence address of the manager or member of the
588 limited liability company may expose the personal security of such
589 manager or member to significant risk.

590 (d) If the manager or member named in a limited liability
591 company's most current annual report pursuant to subsection (c) of
592 this section is replaced for such purpose by another manager or
593 member after the limited liability company has filed such annual
594 report, but not later than thirty days preceding the month during
595 which the limited liability company's next annual report becomes due,
596 the limited liability company shall file with the Secretary of the State
597 an interim notice of change of manager or member that sets forth: (1)
598 The name of the limited liability company; and (2) the name, title and
599 respective business and residence addresses of the new manager or
600 member and the name and title of the former manager or member,
601 except that if good cause is shown, the Secretary of the State may

602 accept a business address in lieu of the business and residence
603 addresses of the new manager or member. Any such change of
604 manager or member that occurs within the thirty-day period preceding
605 the month during which the limited liability company's next annual
606 report becomes due shall be reflected in such next annual report.

607 (e) Each annual report shall be executed in accordance with section
608 34-109 and be accompanied by the filing fee established in section 34-
609 112. The Secretary of the State shall [mail] deliver to each limited
610 liability company at its principal office or electronic mail address, as
611 shown on his records, [a form prescribed by him for the annual report]
612 notice that the annual report is due, but failure to receive such [form]
613 notice shall not relieve a limited liability company of the requirement
614 of filing the report as provided in this section.

615 Sec. 511. Section 34-110 of the general statutes is repealed and the
616 following is substituted in lieu thereof (*Effective January 1, 2011*):

617 (a) The original signed copy of the articles of organization or any
618 other document required to be filed pursuant to sections 34-100 to 34-
619 242, inclusive, as amended by this act, shall be delivered to the
620 Secretary of the State. The articles of organization or any other
621 document required to be filed shall be typewritten or printed or, if
622 [authorized by the Secretary of the State,] electronically transmitted, in
623 a format that can be retrieved or reproduced in typewritten or printed
624 form. Unless the Secretary of the State determines that the document
625 does not conform to the filing provisions of said sections, the Secretary
626 of the State shall, when all required filing fees have been paid: (1)
627 Endorse on each signed document "filed" and the date and time of its
628 acceptance for filing; and (2) retain the signed document in the
629 Secretary of the State's files.

630 (b) When any document is required or permitted to be filed or
631 recorded as provided in sections 34-100 to 34-242, inclusive, as
632 amended by this act, the Secretary of the State may, in the Secretary of
633 the State's discretion, for good cause, permit a photostatic or other

634 photographic copy of such document to be filed or recorded in lieu of
635 the original instrument. Such filing or recording shall have the same
636 force and effect as if the original instrument had been so filed or
637 recorded.

638 (c) The Secretary of the State may require or permit the filing by
639 electronic transmission or by employing new technology as it is
640 developed of any document that is required by law or regulation
641 under sections 34-100 to 34-242, inclusive, as amended by this act, to be
642 filed with the Secretary of the State.

643 ~~[(c)]~~ (d) If the Secretary of the State determines that the document
644 does not conform to the filing provisions of sections 34-100 to 34-242,
645 inclusive, as amended by this act, or is not accompanied by all fees
646 required by law, the document shall not be filed and the Secretary of
647 the State shall return the document to the person originally submitting
648 it.

649 Sec. 512. Section 34-229 of the general statutes is repealed and the
650 following is substituted in lieu thereof (*Effective January 1, 2011*):

651 (a) A foreign limited liability company registered to transact
652 business in this state shall file an annual report in the office of the
653 Secretary of the State which report shall be due upon the anniversary
654 of such foreign limited liability company's registration pursuant to
655 section 34-223. On and after January 1, 2011, each foreign limited
656 liability company shall file an annual report by electronic transmission
657 on or after January first and prior to May first. Upon request of a
658 foreign limited liability company, the Secretary of the State may grant
659 an exemption from the requirement to file an annual report by
660 electronic transmission if the foreign limited liability company does
661 not have the capability to file by electronic transmission or make
662 payment in an authorized manner by electronic means or if other good
663 cause is shown.

664 (b) Such reporting requirement shall commence on and after
665 January 1, 1995, and continue annually thereafter.

666 (c) Each annual report shall set forth: (1) The name of the foreign
667 limited liability company and, if different, the name under which such
668 foreign limited liability company transacts business in this state; (2) the
669 address of the office required to be maintained in the state or other
670 jurisdiction of the foreign limited liability company's organization by
671 the laws of that state or jurisdiction or, if not so required, the address
672 of its principal office; [and] (3) the electronic mail address, if any, of the
673 foreign limited liability company; and (4) the name and respective
674 business and residence addresses of a manager or a member of the
675 foreign limited liability company, except that if good cause is shown,
676 the Secretary of the State may accept a business address in lieu of the
677 business and residence addresses of such manager or member. For the
678 purposes of this subsection and subsection (d) of this section, a
679 showing of good cause shall include, but not be limited to, a showing
680 that public disclosure of the residence address of the manager or
681 member of the foreign limited liability company may expose the
682 personal security of such manager or member to significant risk.

683 (d) If the manager or member named in a foreign limited liability
684 company's most current annual report pursuant to subsection (c) of
685 this section is replaced for such purpose by another manager or
686 member after the foreign limited liability company has filed such
687 annual report, but not later than thirty days preceding the month
688 during which the foreign limited liability company's next annual
689 report becomes due, the foreign limited liability company shall file
690 with the Secretary of the State an interim notice of change of manager
691 or member that sets forth: (1) The name of the foreign limited liability
692 company; and (2) the name, title and respective business and residence
693 addresses of the new manager or member and the name and title of the
694 former manager or member, except that if good cause is shown, the
695 Secretary of the State may accept a business address in lieu of the
696 business and residence addresses of the new manager or member. Any
697 such change of manager or member that occurs within the thirty-day
698 period preceding the month during which the foreign limited liability
699 company's next annual report becomes due shall be reflected in such

700 next annual report.

701 (e) Each annual report shall be executed in accordance with section
702 34-109 and be accompanied by the filing fee established in section 34-
703 112. The Secretary of the State shall [mail] deliver to each foreign
704 limited liability company at its principal office or electronic mail
705 address, as shown on his records, [a form prescribed by him for the
706 annual report] notice that the annual report is due, but failure to
707 receive such [form] notice shall not relieve a foreign limited liability
708 company of the requirement of filing the report as provided in this
709 section.

710 Sec. 513. Section 34-301 of the general statutes is repealed and the
711 following is substituted in lieu thereof (*Effective January 1, 2011*):

712 As used in sections 34-300 to [34-399] 34-434, inclusive, as amended
713 by this act:

714 (1) "Business" includes every trade, occupation and profession.

715 (2) "Debtor in bankruptcy" means a person who is the subject of: (A)
716 An order for relief under Title 11 of the United States Code or a
717 comparable order under a successor statute of general application; or
718 (B) a comparable order under federal, state or foreign law governing
719 insolvency.

720 (3) "Deliver" or "delivery" means any method of delivery used in
721 conventional commercial practice including delivery by hand, mail,
722 commercial delivery and electronic transmission.

723 [(3)] (4) "Distribution" means a transfer of money or other property
724 from a partnership to a partner in the partner's capacity as a partner or
725 to the partner's transferee.

726 (5) "Document" includes anything delivered to the office of the
727 Secretary of the State for filing under sections 34-300 to 34-434,
728 inclusive, as amended by this act.

729 ~~(6)~~ "Electronic transmission" or "electronically transmitted" means
730 any process of communication not directly involving the physical
731 transfer of paper that is suitable for the retention, retrieval and
732 reproduction of information by the recipient.

733 ~~[(4)]~~ (7) "Foreign registered limited liability partnership" includes a
734 partnership formed pursuant to an agreement governed by the laws of
735 any state other than this state and registered or denominated as a
736 registered limited liability partnership or limited liability partnership
737 under the laws of such other state.

738 ~~[(5)]~~ (8) "Interests" means the proprietary interests in an other entity.

739 ~~[(6)]~~ (9) "Merger" means a business combination pursuant to section
740 34-388.

741 ~~[(7)]~~ (10) "Organizational documents" means the basic document or
742 documents that create, or determine the internal governance of, an
743 other entity.

744 ~~[(8)]~~ (11) "Other entity" means any association or legal entity, other
745 than a domestic or foreign partnership, organized to conduct business,
746 including, but not limited to, a corporation, limited partnership,
747 limited liability partnership, limited liability company, joint venture,
748 joint stock company, business trust, statutory trust and real estate
749 investment trust.

750 ~~[(9)]~~ (12) "Partnership" means an association of two or more persons
751 to carry on as co-owners a business for profit formed under section 34-
752 314, predecessor law or comparable law of another jurisdiction, and
753 includes for all purposes of the laws of this state a registered limited
754 liability partnership.

755 ~~[(10)]~~ (13) "Partnership agreement" means the agreement, whether
756 written, oral or implied, among the partners concerning the
757 partnership, including amendments to the partnership agreement.

758 ~~[(11)]~~ (14) "Partnership at will" means a partnership in which the

759 partners have not agreed to remain partners until the expiration of a
760 definite term or the completion of a particular undertaking.

761 [(12)] (15) "Partnership interest" or "partner's interest in the
762 partnership" means all of a partner's interests in the partnership,
763 including the partner's transferable interest and all management and
764 other rights.

765 [(13)] (16) "Party to a merger" means any domestic or foreign
766 partnership or other entity that will merge under a plan of merger.

767 [(14)] (17) "Person" means an individual, corporation, limited
768 liability company, business trust, estate, trust, partnership, association,
769 joint venture, government, governmental subdivision, agency or
770 instrumentality, or any other legal or commercial entity.

771 [(15)] (18) "Plan of merger" means a plan entered into pursuant to
772 section 34-388.

773 [(16)] (19) "Property" means all property, real, personal or mixed,
774 tangible or intangible, or any interest therein.

775 [(17)] (20) "Registered limited liability partnership" includes a
776 partnership formed pursuant to an agreement governed by the laws of
777 this state, registered under section 34-419, and complying with sections
778 34-406 and 34-420, as amended by this act.

779 (21) "Sign" or "signature" includes any manual, facsimile, conformed
780 or electronic signature.

781 [(18)] (22) "State" means a state of the United States, the District of
782 Columbia, the Commonwealth of Puerto Rico or any territory or
783 insular possession subject to the jurisdiction of the United States.

784 [(19)] (23) "Statement" means a statement of partnership authority
785 under section 34-324, a statement of denial under section 34-325, a
786 statement of dissociation under section 34-365, a statement of
787 dissolution under section 34-376, a statement of merger under section

788 34-390, or an amendment or cancellation of any of the foregoing.

789 [(20)] (24) "Survivor" in a merger means the partnership or other
790 entity into which one or more other partnerships or other entities are
791 merged or consolidated. A survivor of a merger may preexist the
792 merger or be created by the merger.

793 [(21)] (25) "Transfer" includes an assignment, conveyance, lease,
794 mortgage, deed and encumbrance.

795 Sec. 514. Section 34-411 of the general statutes is repealed and the
796 following is substituted in lieu thereof (*Effective January 1, 2011*):

797 (a) The original signed copy of a certificate of limited liability
798 partnership of a registered limited liability partnership or the
799 certificate of authority of a foreign registered limited liability
800 partnership or of any other document required to be filed pursuant to
801 sections 34-300 to 34-434, inclusive, as amended by this act, shall be
802 delivered to the Secretary of the State. Unless the Secretary of the State
803 determines that the documents do not conform to the filing provisions
804 of said sections, he shall, when all required filing fees have been paid:
805 (1) Endorse on each signed original "filed" and the date and time of its
806 acceptance for filing; and (2) retain the signed original in his files.

807 (b) When any document is required or permitted to be filed or
808 recorded as provided in sections 34-300 to 34-434, inclusive, as
809 amended by this act, the Secretary of the State may, in the Secretary of
810 the State's discretion, for good cause, permit a photostatic or other
811 photographic copy of such document to be filed or recorded in lieu of
812 the original instrument. Such filing or recording shall have the same
813 force and effect as if the original instrument had been so filed or
814 recorded.

815 (c) The Secretary of the State may require or permit the filing by
816 electronic transmission or by employing new technology as it is
817 developed of any document that is required by law or regulation
818 under sections 34-300 to 34-434, inclusive, as amended by this act, to be

819 filed with the Secretary of the State.

820 [(b)] (d) If the Secretary of the State determines that the documents
821 do not conform to the filing provisions of sections 34-300 to 34-434,
822 inclusive, as amended by this act, or are not accompanied by all fees
823 required by law, the documents shall not be filed and the Secretary of
824 the State shall return the documents to the person originally
825 submitting them.

826 Sec. 515. Section 34-420 of the general statutes is repealed and the
827 following is substituted in lieu thereof (*Effective January 1, 2011*):

828 (a) Each registered limited liability partnership shall file an annual
829 report with the Secretary of the State, which report shall be due upon
830 the anniversary of the filing of a certificate of limited liability
831 partnership pursuant to section 34-419. On and after January 1, 2011,
832 each registered limited liability partnership shall file an annual report
833 by electronic transmission on or after January first and prior to May
834 first. Upon request of a registered limited liability partnership, the
835 Secretary of the State may grant an exemption from the requirement to
836 file an annual report by electronic transmission if the registered limited
837 liability partnership does not have the capability to file by electronic
838 transmission or make payment in an authorized manner by electronic
839 means or if other good cause is shown.

840 (b) Such reporting requirement shall commence on or after January
841 1, 1997, and continue annually thereafter.

842 (c) Each annual report shall set forth: (1) The name of the registered
843 limited liability partnership; [, and] (2) the registered limited liability
844 partnership's current principal office address; and (3) the electronic
845 mail address, if any, of the registered limited liability partnership.

846 (d) Each annual report shall be executed in accordance with section
847 34-410 and be accompanied by the filing fee established in section 34-
848 413. The Secretary of the State shall [mail] deliver to each registered
849 limited liability partnership at its principal office or electronic mail

850 address, as shown on his records, [a form prescribed by him for the
851 annual report] notice that the annual report is due, but failure to
852 receive such [form] notice shall not relieve a registered limited liability
853 partnership of the requirement of filing the report as provided in this
854 section.

855 Sec. 516. Section 34-431 of the general statutes is repealed and the
856 following is substituted in lieu thereof (*Effective January 1, 2011*):

857 (a) A foreign registered limited liability partnership authorized to
858 transact business in this state shall file an annual report in the office of
859 the Secretary of the State which report shall be due upon the
860 anniversary of such foreign registered limited liability partnership's
861 certificate of authority pursuant to section 34-429. On and after January
862 1, 2011, each foreign registered limited liability partnership shall file an
863 annual report by electronic transmission on or after January first and
864 prior to May first. Upon request of a foreign registered limited liability
865 partnership, the Secretary of the State may grant an exemption from
866 the requirement to file an annual report by electronic transmission if
867 the foreign registered limited liability partnership does not have the
868 capability to file by electronic transmission or make payment in an
869 authorized manner by electronic means or if other good cause is
870 shown.

871 (b) Such reporting requirement shall commence on and after
872 January 1, 1997, and continue annually thereafter.

873 (c) Each annual report shall set forth: (1) The name of the foreign
874 registered limited liability partnership and, if different, the name
875 under which such foreign registered limited liability partnership
876 transacts business in this state; [and] (2) the address of the office
877 required to be maintained in the state or other jurisdiction of the
878 foreign registered limited liability partnership's organization by the
879 laws of that state or jurisdiction or, if not so required, the address of its
880 principal office; and (3) the electronic mail address, if any, of the
881 foreign registered limited liability partnership.

882 (d) Each annual report shall be executed in accordance with section
883 34-410, and be accompanied by the filing fee established in section 34-
884 413. The Secretary of the State shall [mail] deliver to each foreign
885 registered limited liability partnership at its principal office or
886 electronic mail address, as shown on his records, [a form prescribed by
887 him for the annual report] notice that the annual report is due, but
888 failure to receive such [form] notice shall not relieve a foreign
889 registered limited liability partnership of the requirement of filing the
890 report as provided in this section.

891 Sec. 517. Section 34-501 of the general statutes is repealed and the
892 following is substituted in lieu thereof (*Effective January 1, 2011*):

893 For purposes of sections 34-500 to 34-547, inclusive, as amended by
894 this act:

895 (1) "Beneficial owner" means any owner of a beneficial interest in a
896 statutory trust. Beneficial ownership shall be determined and
897 evidenced, whether by means of registration, the issuance of
898 certificates or otherwise, in accordance with the applicable provisions
899 of the governing instrument of the statutory trust.

900 (2) "Statutory trust" or "domestic statutory trust" means an
901 unincorporated association which (A) is created by a trust instrument
902 under which property is or will be held, managed, administered,
903 controlled, invested, reinvested or operated, or business or
904 professional activities are carried on or will be carried on, by a trustee
905 or trustees for the benefit of such person or persons as are or may
906 become entitled to a beneficial interest in the trust property, including
907 but not limited to a trust of the type known at common law as a
908 "business trust" or "Massachusetts trust" or "grantor trust", or a trust
909 qualifying as a real estate investment trust under Section 856 et seq., of
910 the United States Internal Revenue Code of 1986, or any subsequent
911 corresponding internal revenue code of the United States, as from time
912 to time amended, or a trust qualifying as a real estate mortgage
913 investment conduit under Section 860D of the United States Internal

914 Revenue Code of 1986, or any subsequent corresponding internal
915 revenue code of the United States, as from time to time amended, and
916 (B) files a certificate of trust pursuant to section 34-503. Any such
917 association organized before or after October 1, 1997, shall be a
918 statutory trust and a separate legal entity.

919 (3) "Document" includes anything delivered to the office of the
920 Secretary of the State for filing under sections 34-500 to 34-547,
921 inclusive, as amended by this act.

922 ~~[(3)]~~ (4) "Foreign statutory trust" means any business trust,
923 association or similar entity which is not organized under the laws of
924 this state.

925 ~~[(4)]~~ (5) "Governing instrument" means a trust instrument which
926 creates a statutory trust and provides for the governance of the affairs
927 of the statutory trust and the conduct of its business. A governing
928 instrument: (A) May provide that a person shall become a beneficial
929 owner and shall become bound by the governing instrument if such
930 person, or a representative authorized by such person orally, in
931 writing or by other action such as payment for a beneficial interest,
932 complies with the conditions for becoming a beneficial owner set forth
933 in the governing instrument or any other writing and acquires a
934 beneficial interest; and (B) may consist of one or more agreements,
935 instruments or other writings and may refer to or incorporate bylaws
936 containing provisions relating to the business of the statutory trust, the
937 conduct of its affairs and its rights or powers or the rights or powers of
938 its trustees, beneficial owners, agents or employees.

939 ~~[(5)]~~ (6) "Other business entity" means a corporation, a limited
940 liability company, a general or limited partnership, a limited liability
941 partnership, a common law trust or any other unincorporated
942 business.

943 ~~[(6)]~~ (7) "Person" means a natural person, partnership, limited
944 partnership, limited liability partnership, limited liability company,
945 trust, estate, association, corporation, custodian, nominee or any other

946 individual or entity in its own or any representative capacity.

947 (8) "Sign" or "signature" includes any manual, facsimile, conformed
948 or electronic signature.

949 ~~[(7)]~~ (9) "Trustee" means the person or persons appointed as a
950 trustee in accordance with the governing instrument of a statutory
951 trust and may include one or more of the beneficial owners of the
952 statutory trust.

953 Sec. 518. Section 34-503 of the general statutes is repealed and the
954 following is substituted in lieu thereof (*Effective January 1, 2011*):

955 (a) Every statutory trust shall file ~~[the original,]~~ a signed copy of its
956 certificate of trust with the office of the Secretary of the State. The
957 certificate of trust shall set forth:

958 (1) A name of the statutory trust that satisfies the requirements of
959 section 34-506;

960 (2) The future effective date, which shall be a date certain, of
961 effectiveness of the certificate if it is not to be effective upon the filing
962 of the certificate;

963 (3) The principal office address of the statutory trust;

964 (4) The appointment of a statutory agent for service of process, as
965 required by section 34-507; and

966 (5) Any other information the trustees determine to include therein.

967 (b) (1) A certificate of trust may be amended by filing a certificate of
968 amendment thereto with the office of the Secretary of the State. The
969 certificate of amendment shall set forth: (A) The name of the statutory
970 trust; (B) the date of filing of the ~~[original]~~ initial certificate of trust; (C)
971 the amendment to the certificate; and (D) the future effective date,
972 which shall be a date certain, of effectiveness of the certificate if it is
973 not to be effective upon the filing of the certificate.

974 (2) A certificate of trust may be amended at any time for any
975 purpose as the trustees may determine, provided the certificate of trust
976 as amended contains those provisions that are required by law to be
977 contained in a certificate of trust at the time of making the amendment.

978 (c) (1) A certificate of trust may be restated by integrating into a
979 single instrument all of the provisions of the certificate of trust which
980 are then in effect and operative as a result of there having been
981 theretofore filed one or more certificates of amendment pursuant to
982 subsection (b) of this section, and the certificate of trust may be
983 amended or further amended by the filing of a restated certificate of
984 trust. The restated certificate of trust shall be specifically designated as
985 such in its heading and shall set forth: (A) The present name of the
986 statutory trust and, if it has been changed, the name under which the
987 statutory trust was originally formed; (B) the date of filing of the
988 [original] initial certificate of trust; (C) the information required to be
989 included pursuant to subsection (a) of this section; (D) the future
990 effective date, which shall be a date certain, of effectiveness of the
991 restated certificate of trust if it is not to be effective upon the filing of
992 the restated certificate of trust; and (E) any other information the
993 trustees determine to include therein.

994 (2) A certificate of trust may be restated at any time for any purpose
995 as the trustees may determine.

996 (d) A certificate of trust shall be cancelled upon the completion of
997 winding up of the statutory trust and its termination. A certificate of
998 cancellation shall be filed in the office of the Secretary of the State and
999 set forth: (1) The name of the statutory trust; (2) the date of filing of the
1000 [original] initial certificate of trust; (3) the reason for filing the
1001 certificate of cancellation; (4) the future effective date, which shall be a
1002 date certain, of cancellation if it is not to be effective upon the filing of
1003 the certificate; and (5) any other information the trustees determine to
1004 include therein.

1005 (e) When any document is required or permitted to be filed or

1006 recorded as provided in sections 34-500 to 34-547, inclusive, as
1007 amended by this act, the Secretary of the State may, in the Secretary of
1008 the State's discretion, for good cause, permit a photostatic or other
1009 photographic copy of such document to be filed or recorded in lieu of
1010 the original instrument. Such filing or recording shall have the same
1011 force and effect as if the original instrument had been so filed or
1012 recorded.

1013 [(e)] (f) Unless the office of the Secretary of the State determines that
1014 a document filed with it pursuant to this section does not conform to
1015 law, it shall, when all required filing fees have been paid, endorse on
1016 each signed [original of such] document the word "Filed" and the date
1017 and time of its acceptance for filing and retain the [original] signed
1018 document in its files.

1019 Sec. 519. Section 34-429 of the general statutes is repealed and the
1020 following is substituted in lieu thereof (*Effective January 1, 2011*):

1021 Before transacting business in this state, a foreign registered limited
1022 liability partnership shall file a certificate of authority with the
1023 Secretary of the State executed by a person with authority to do so
1024 under the laws of the state or other jurisdiction where it is registered as
1025 a registered limited liability partnership. The certificate of authority
1026 shall set forth: (1) The name of the partnership and, if different, the
1027 name under which it proposes to transact business in this state, either
1028 of which shall conform to the requirements of section 34-406; (2) the
1029 state or other jurisdiction where it is registered as a registered limited
1030 liability partnership and the date of its registration; (3) the name and
1031 address of the agent in this state for service of process required to be
1032 maintained by section 34-408 and an acceptance of such appointment
1033 signed by the agent appointed; (4) the address of the office required to
1034 be maintained in the state or other jurisdiction of its organization by
1035 the laws of that state or jurisdiction or, if not so required, of the
1036 principal office of the partnership; (5) a representation that the
1037 partnership is a "foreign registered limited liability partnership" as
1038 defined in [subdivision (4) of] section 34-301, as amended by this act;

1039 (6) a brief statement of the business in which the partnership engages;
1040 and (7) any other matters the partnership may determine to include.

1041 Sec. 520. Section 34-531 of the general statutes is repealed and the
1042 following is substituted in lieu thereof (*Effective January 1, 2011*):

1043 Before transacting business in this state, a foreign statutory trust
1044 shall register with the Secretary of the State. In order to register, a
1045 foreign statutory trust shall submit to the Secretary of the State an
1046 original signed copy of an application for registration as a foreign
1047 statutory trust executed by a person with authority to do so under the
1048 laws of the state or other jurisdiction of its formation. The application
1049 shall set forth: (1) The name of the foreign statutory trust and, if
1050 different, the name under which it proposes to transact business in this
1051 state; (2) the state or other jurisdiction where formed, and date of its
1052 organization; (3) the name and address of the agent in this state for
1053 service of process on the foreign statutory trust required to be
1054 maintained by section 34-532 and an acceptance of such appointment
1055 signed by the agent appointed if other than the Secretary of the State;
1056 (4) the address of the office required to be maintained in the state or
1057 other jurisdiction of its organization by the laws of that state or
1058 jurisdiction or, if not so required, of the principal office of the foreign
1059 statutory trust; (5) a representation that the foreign statutory trust is a
1060 "foreign statutory trust" as defined in [subdivision (3) of] section 34-
1061 501, as amended by this act; and (6) the character of the business which
1062 the statutory trust intends to transact in this state."